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SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847.318 7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS NEXT DAY AIR

December 18, 2012

Chief Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U S C Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated December 4, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 28092.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: FCC Environmental, LLC
f/k/a Hydrocarbon Recovery Services, Inc
2115 Speedrail Court
Concord, NC 28025

A description of the railroad equipment covered by the enclosed document is for two (2) tank cars; having FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397.
Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Documentation Specialist

Enclosures

(FCCE001)

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ASSGN. NO.: FCCE001

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 4th day of December, 2012, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and FCC Environmental, LLC, a Delaware limited liability company.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of November 30, 2009, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 29, 2012, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By.

Name

JOHN J. THOMAS
PRESIDENT

Title

By

Susan Grokulska

Name:

SUSAN GROKULSKY
ASSISTANT DIRECTOR

Title:

OF DOCUMENTATION

Executed on this

4th

day of

December, 2012

[CORPORATE SEAL]

STATE OF

Illinois

COUNTY OF

Cook

I, Janice L. Enolva, a Notary Public of the County and State aforesaid, certify that John J. Thomas personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease

WITNESS my hand and official stamp or seal, this 4th day of December, 2012.

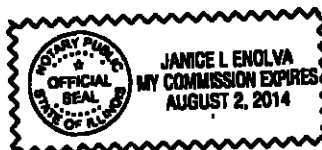
Janice L. Enolva

Notary Public

My Commission Expires:

8-2-2014

(Notary Public)



LESSEE:

FCC ENVIRONMENTAL, LLC

ATTEST:

By:

Bill Henkel

Name:

BILL HENKEL

Title:

BRANCH MANAGER

By:

Joseph Todd Earhardt

Name:

Joseph Todd Earhardt

Title:

Transportation Manager

Executed on this 27 day of November, 2012.

[CORPORATE SEAL]

STATE OF

MD

COUNTY OF

Calverton

certify that

William Henkel

, a Notary Public of the County and State aforesaid,

personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 27 day of 11 2012

William Henkel

Notary Public

Commission Expires

11-9-14

(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Two (2)

DESCRIPTION OF CARS: Tank cars

CAR NUMBERS: FURX 123658 and FURX 123674.